

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS

of

ROYAL BANK GROUP SERVICES LIMITED

(Registered Number 80244)

Passed on 25 July 2002

At an ANNUAL GENERAL MEETING of the Company duly convened and held at 42 St Andrew Square, Edinburgh, EH2 2YE the following RESOLUTIONS were duly passed :-

SPECIAL RESOLUTION

- I That the Company having been dormant since its formation resolves to make itself exempt from the obligation to appoint auditors as otherwise required by Companies Act 1985, s384.

ELECTIVE RESOLUTIONS

II That the Company elects:

- A) Pursuant to Section 252 of the Companies Act 1985, to dispense with the laying of accounts and reports before the Company in general meeting;
- B) Pursuant to Section 366A of the Companies Act 1985, to dispense with the holding of Annual General Meetings; and
- C) Pursuant to Section 386 of the Companies Act 1985, to dispense with the obligation to appoint auditors annually.



Secretary